



IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

KOLKATA

Company Application (CAA) No. 58 /KB/2022

In the Matter of

The Companies Act, 2013 - Section 230(1) read with section 232(1)

AND

In the Matter of:

Paramount Restaurants Private Limited, (CIN: U55204DL2009PTC195378), a company incorporated under the Companies Act, 1956; and having its registered office at R-308, Level 3, Ambiance Mall, Nelson Mandela Road, Vasant Kunj, New Delhi – 110070.

.....Transferor Company No. 1

AND

Premier Restaurants Private Limited, (CIN: U55101CH2011PTC042745), a company incorporated under the Companies Act, 1956; and having its registered office at at Shop No. 312b, 3rd Floor, Plot No. 178-178A, Elante Mall, Industrial Area, Phase I, Chandigarh CH– 160002

.....Transferor Company No. 2

AND

Mukund Hospitality Private Limited, (CIN: U55103WB2010PTC142574), a company incorporated under the Companies Act, 1956; and having its registered office at 59D, Chowringhee Road, 1st Floor, Kolkata WB – 700020, in the state of West Bengal.

.....Transferor Company No. 3



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AND

Snz Concepts Private Limited, (CIN: U55101DL2012PTC237445), a company incorporated under the Companies Act, 1956; and having its registered office at B-11/1, Phase II, Okhla Industrial Area, New Delhi DL -110020.

.....Transferor Company No. 4

AND

Promex Brands Private Limited, (CIN: U74999DL2020PTC374400), a company incorporated under the Companies Act, 1956; and having its registered office at B-11/1, Okhla Industrial Area, Phase- II Delhi South Delhi DL -110020

.....Transferor Company No. 5

WITH

TRIMEX FOODS PRIVATE LIMITED, a company incorporated under the Companies Act, 1956; and having its registered office at B-11/1, Okhla Industrial Area Phase- II New Delhi South Delhi DL-110020

.....Transferee Company

AND

In The Matter Of;

1. Mukund Hospitality Private Limited

..... Applicant.

Date of Hearing: 15/06/2022

Date of pronouncing the order: 30/06/2022

Coram:

Shri Rohit Kapoor : **Member (Judicial)**

Shri Harish Chander Suri : **Member (Technical)**



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Counsel on Record for the Applicant(s):

Mr. Patita Paban Bishwal, Advocate

O R D E R

Per: Harish Chander Suri, Member (Technical)

1. The court is convened via video conference.
2. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 (“**Act**”) for orders and directions with regard to dispensation of meetings of shareholders and creditors in connection with the Scheme of Amalgamation of M/S. Paramount Restaurants Private Limited being “**Transferor Company No. 1**”, M/s. Premier Restaurants Private Limited, being “**Transferor Company No. 2**”, M/s. Mukund Hospitality Private Limited being “**Transferor Company No. 3**”, M/s. SNZ Concepts Private Limited being “**Transferor Company No. 4**”, M/s. Promex Brands Private Limited being “**Transferor Company No. 5**” with M/S. Trimex Foods Private Limited, being the “**Transferee Company**” whereby and whereunder the Transferor Company is proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st day of April, 2022 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).
3. It is submitted by Ld. Counsel appearing for the Applicants that the shares of the Applicant are not listed. Further, the Applicants have the following classes of shareholders and creditors:-



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Sl. No.	Name of Applicant Companies	Equity Shareholders (Nos)	Creditor (Nos)
1	Mukund Hospitality Private Limited	2	77

4. It is further submitted that all Equity Shareholders of the Applicant Company have already given their consent to the Scheme by way of affidavits which are annexed to the application.
5. Directions are sought accordingly for dispensing with meetings of the classes of equity shareholders and over 90% in value of creditors who have already given their consent to the Scheme under Section 230(1) [read with Section 232(1)] of the Act.
6. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant, we allow the instant application and make the following orders:-

Meetings dispensed: Meetings of the Equity Shareholders, of Applicant Company and Creditors of the Applicant Company are dispensed with under Section 230(1) [read with Section 232(1)] of the Act.

7. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the following :
 - (i) Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
 - (ii) Registrar of Companies, West Bengal;
 - (iii) Official Liquidator, High Court of Calcutta; and
 - (iv) Income Tax Department having jurisdiction over the Applicants, clearly indicating the PAN of the companies concerned.



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by sending the same by hand delivery through special messenger, by post and by email within two weeks from the date of receiving this order. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Advocate of the said Applicant. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA 3 of the said Rules with necessary variations, incorporating the directions herein.

8. The Applicant to file an affidavit proving service of notices to all statutory/sectoral authorities and compliance of all directions contained herein within two weeks after such services.
9. The application being **C.A.(CAA) No. 58 /KB/2022** is **disposed** of accordingly.
10. Certified copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

Harish Chander Suri
Member (Technical)

Rohit Kapoor
Member (Judicial)

Signed on this, the 30th Day of June, 2022

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